

DEC 15 '11 -2 55 PM

**HELM****FINANCIAL CORPORATION** 505 Sansome Street Suite 1800 San Francisco CA 94111  
(415) 398-4510 (415) 398-4818 (fax) www.hlmx.com**STB E-File**

December 15, 2011

Surface Transportation Board  
395 E Street S.W.  
Washington, D.C. 20423-0001

On behalf of Helm Financial Corporation ("**Helm**"), I submit for e-filing and recordation under Section 11301 of Title 49 of the U.S. Code and the regulations promulgated thereunder one (1) Fully executed original copy of a Memorandum of Locomotive Lease Agreement dated as of December 12, 2011 ("**Memorandum**"), which is intended to evidence that certain Locomotive Lease Agreement dated as of December 12, 2011 between the following parties:

**Lessor:** Helm Financial Corporation  
505 Sansome Street, Suite 1800  
San Francisco, CA 94111

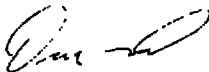
**Lessee:** Eastern Maine Railway Corporation  
84 Harlow Street  
Bangor, ME 04401

**Description of Equipment: 2, SD40-2 Locomotives: HLCX 6200, HLCX 6318**

Please record this Memorandum as a primary document and return a stamped copy by email to me at ofiel@hlmx.com. Please apply the STB's filing fee to Helm's account.

**Summary to appear in the index: Memorandum of Locomotive Lease Agreement**

Yours truly,



Omar Fiel  
Contract Administrator

Enclosure

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF  
LOCOMOTIVE LEASE AGREEMENT**

THIS MEMORANDUM OF LOCOMOTIVE LEASE AGREEMENT ("Memorandum") is dated as of December 12, 2011, and is intended to evidence that certain Locomotive Lease Agreement dated as of December 12, 2011, ("Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and EASTERN MAINE RAILWAY COMPANY, a Maine corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the locomotives, more fully described in Schedule A hereto (the "Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

Subject to Section 19(b) of the Lease, the Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. In the Event of Default, as such term is defined in the Lease, Lessee assigns any and all subleases to Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written

**LESSOR**

**LESSEE**

**HELM FINANCIAL CORPORATION**

**EASTERN MAINE RAILWAY COMPANY**

By: Courtney A. Williams

By: W.C. Maclean

Name: Courtney A. O'H. Williams

Name: W.C. Maclean

Title: President and CEO

Title: Treasurer

By: J. Blum

Name: J. Blum

Title:

LEG. DEPT.  
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**SCHEDULE A**  
**TO THE MEMORANDUM OF LEASE**

**THE UNITS**

**Description:** Two (2) SD40-2 locomotives.

**Unit Mark and Number:** HLCX 6200, HLCX 6318.

STATE OF CALIFORNIA       )  
  ) S.S.  
COUNTY OF SAN FRANCISCO )

On Dec. 14, 2011, before me, C Mostaghim, personally appeared COURTNEY A. OH. Williams, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature

C Mostaghim



Prattville of New Brunswick  
STATE OF MAINE       )

COUNTY OF Saint John       ) S.S.

On December 12, 2011, before me, William Dever, personally appeared J. D. Irving and W. C. Mahan, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal

Signature

W Dever

